



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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Expires: April 30, 2008 Estimated average burden

hours per response 16.00

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Name of Offering (check if this is an amendment and MY FIRST LIMITED PARTNERSHIP	name has changed	l, and indicate c	hange.)	
Filing Under (Check box(es) that apply): Rule 504 Type of Filing: New Filing Amendment	Rule 505 🗵	Rule 506 🔲 S	Section 4(6)	ULOE PROCES
A. BASIC IDENTIFICATION	ON DATA			TOUESSED
1. Enter the information requested about the issuer				6 JU 12 mm
Name of Issuer (check if this is an amendment and name of Issuer the check if this is an amendment and name of Issuer than the check if this is an amendment and name of Issuer than the check if this is an amendment and name of Issuer than the check if this is an amendment and name of Issuer than the check if this is an amendment and name of Issuer than the check if this is an amendment and name of Issuer than the check if this is an amendment and name of Issuer than the check if this is an amendment and name of Issuer than the check if this is an amendment and name of Issuer than the check if this is an amendment and name of Issuer than the check if this is an amendment and name of Issuer than the check if the	ame has changed,	and indicate char	nge.)	THOMSON
c/o Davenport Theatrical Enterprises, Inc. 250 V	iber and Street, Ci West 49th Street, York, New York	Suite 300		ne Number (Including Oper Code) 74-5348
Address of Principal Business Operations (Nu (if different from Executive Offices)	mber and Street, (City, State, Zip	Code) Telepho	ne Number (Including Area Code)
Brief Description of Business Theatrical production of a dramatic stage play, entitled	l "My First Time	··		
Type of Business Organization corporation business trust Limited Partnership, all Limited Liability Company		other		07070284
	Month	Year		
Actual or Estimated Date of Incorporation or Organization	n: May	2007	X Actual	☐ Estimated
Jurisdiction of Incorporation or Organization: (Enter two CN for C	-letter U.S. Postal anada; FN for oth	Service abbrevi er foreign jurisd	ation for State iction)	:
			NY	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W. Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee. State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate Federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

	A. BASIC IDENT	TIFICATION DATA		
 Enter the information requested for the f Each promoter of the issuer, if the Each beneficial owner having the p of the issuer; Each executive officer and director Each general and managing partner 	issuer has been organized wo ower to vote or dispose, or of of corporate issuers and of	direct the vote or disposition corporate general and manag		
Check Box(es) that Apply: X Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑General and/or Managing Partner
Full Name (Last name first, if individual) DAVENPORT THEATRICAL ENTERPH	RISES, INC.			
Business or Residence Address (Number and C/O Ken Davenport, 250 West 49th Street,	d Street, City, State, Zip Co Suite 300, New York, New	ode v York 10019		
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number an	d Street, City, State, Zip Co	ode		
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number ar	nd Street, City, State, Zip Co	ode)		
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number a	nd Street, City, State, Zip C	ode)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number as	nd Street, City, State, Zip C	ode)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number a	nd Street, City, State, Zip C	Code)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number a	and Street, City, State, Zip C	Code)		

					B. IN	FORMAT	ION ABOU	JT OFFER	ING				
-											Yes	No	
1.	Нэс	the issuer	sold or doe	e the issues	intend to	sell, to non-	-accredited	investors in	this offerin	ng?		X	
1.	1143	tic issuei	soru, or do				c, Column 2				_		
2.	Wha	t is the mi	nimum inve				any individ				No	minimum	
						•	•					No	
3.	Does	s the offeri	ng permit j	oint owners	hip of a si	ngle unit?			••••		X		
4.	remi perse than	uneration f on or agen five (5) pe	or solicitati t of a broke	on of purch r or dealer listed are a	asers in co registered	nnection wi with the SE	een or will be the sales of section of section of the section of t	securities in ith a state o	the offerin or states, lis	ig. If a per it the name	son to be li of the brok	sted is an a er or deale:	ssociated f. If more
Full Nar	ne (L	ast name f	irst, if indiv	vidual)			•						
Business	or R	Residence A	Address (Nu	ımber and S	Street, City	, State, Zip	Code)						
Name of	f Asso	ociated Bro	oker or Dea	ler									
States in	whi	ch Person	Listed Has	Solicited or	Intends to	Solicit Pur	chasers						
(Ch	eck "	All States"	or check in	ndividual St	ates)	□All Stat	es						
(AL		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M]		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	<u> </u>	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (I	ast name	first, if indi	vidual)									
Busines	s or F	Residence	Address (N	umber and	Street, City	y, State, Zip	Code)		-				
Name o	f Ass	ociated Br	oker or Dea	aler			,	-					
States in	n Wh	ich Person	Listed Has	Solicited o	r Intends t	o Solicit Pu	rchasers						
(Ch	ieck "	'All States'	or check i	ndividual S	tates)	□ All Stat	es						
[Al	_1	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M	T]	(NE)	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI	}	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Fuil Na	me (l	Last name	first, if ind	ividual)									
Busines	s or l	Residence	Address (N	umber and	Street, Cit	y, State, Zi	p Code)				-		
Name o	of As:	sociated Bi	roker or De	aler				<u> </u>				÷	
States i	n Wh	uch Persor	Listed Has	Solicited of	or Intends	to Solicit Pu	ırchasers		· · · · · · · · · · · · · · · · · · ·				
(C)	hanle	" All States	or check	individual S	States)	☐ All Sta	tes						
(Ci		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
[IL		[/III]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	(HO)	[OK]	[OR]	[PA]
[R		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]_	[WV]	[WI]	[WY]	(PR)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$ <u> </u>	\$ <u> </u>
	Equity	\$ <u> </u>	\$ <u> </u>
	Common Preferred		
	Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u> </u>
	Limited Liability Company Interests	\$ <u> </u>	\$0
	Other (Specify: Limited Partnership Interests)	\$175,000	\$ <u> </u>
	Total	<u>\$175,000</u>	\$0
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchase
	Accredited Investors	-0-	-0-
	Non-accredited Investors	-0-	-0-
	Total (for filings under Rule 504 only)		
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$ <u>-0-</u>
	Printing and Engraving Costs		<u>\$ 1,500</u>
	Legal Fees		\$ 6,000
	Accounting Fees		<u>\$ 2,500</u>
	Engineering Fees		\$ <u>-0-</u>
	Sales Commissions (specify finders' fees separately)		\$ <u>-0-</u>
	Other Expenses (identify) Blue Sky Filing Fees		\$ 1,17 <u>5</u>
	Other Expenses (identity) Blue Sky I ming I ces		\$11,175

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEE	DS	
b. Enter the differences between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."			\$163,825
Indicate below the amount of the adjusted gross proceeds to the issuer or proposed to be used for each of the purposes shown. If the amount of any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Questions 4.b above.			
	Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees	\$		\$ <u> </u>
Purchase of real estate	\$		\$ _
Purchase, rental or leasing and installation of machinery and equipment	\$		\$
Construction or leasing of plant buildings and facilities	\$		\$
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$		\$ <u> </u>
Repayment of indebtedness	\$		\$
Working capital	\$	$\overline{\mathbf{x}}$	\$163,825
Column Totals	\$ \$	X	\$163,825
D. FEDERAL SIGNATURE			
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If the ignature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Ru	mmission, upo	d und n writ	er Rule 505, the follow ten request of its staff,
ssuer (Print or Type) Signature		Da	ated as of
MY FIRST LIMITED PARTNERSHIP		Ju	ne 22, 2007
Name of Signer (Print or Type):			
Ken Davenport President of Davenport Theatrical En	nterprises, Inc	., Ger	ieral Partner
ATTENTION			
Intentional misstatements or omissions of fact constitute federal criminal v	iolations. (See 1	8 U.S.C. 1001.)

END